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ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST NO. 1 OF 1966

RECORDATION NO. 3781-G Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

AND

STATEMENT OF NEW NUMBERS

Dated April 18, 1969

between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated April 18, 1969, between BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated April 15, 1966 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust No. 1 of 1966", pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the request of the Company, pursuant to Section 5.06 of the Agreement, the Trustee has made payment to the Company of \$376,733.00, out of funds previously deposited with the Trustee pursuant to Sections 5.06 and 5.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substi-

tuted Equipment, all in like manner as provided in Section 5.06 of the Agreement; and

WHEREAS, Section 5.06 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment; and

WHEREAS, the Company intends to eliminate the identifying initials appearing before the serial numbers of the units of the Substituted Equipment and to substitute new identifying initials therefor;

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

1. The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such new equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it had been part of the original Trust Equipment.

2. The identifying initials "SHPX" of each unit of the Substituted Equipment are to be eliminated and the initials "ACFX" substituted therefor, which change, in respect of any such unit, is

not to become effective until the initials "ACFX" shall have been plainly, distinctly and conspicuously painted or stencilled on each side of such unit in place of the initials "SHPX".

3. This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

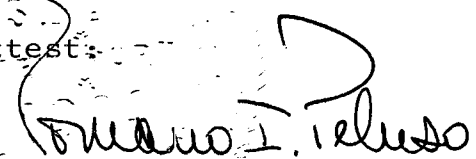
BANKERS TRUST COMPANY, Trustee

By 

~~ASSISTANT~~ Vice President

(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By 

Treasurer

(Corporate Seal)

Attest:

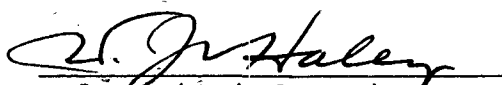

Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

	<u>PLACED IN SERVICE</u>	<u>COST</u>	<u>COST LESS 1/20th FOR EACH YEAR IN SERVICE</u>	<u>ACTUAL FAIR VALUE</u>	<u>FAIR VALUE</u>
26 Center Flow Covered Hopper Cars initialled SHPX and numbered 52837 through 52862 both inclusive	April 1967				
Per Unit		\$ 16,168	\$ 14,551	\$ 15,420	\$ 14,551
26 Units		\$420,368	\$378,326	\$400,920	\$378,326

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 24th day of April, 1969, before me personally appeared JAMES E. CONLAN, to me personally known, who, being by me duly sworn, says that he is a ^{ASSISTANT} Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Nathan S. Howard
NATHAN S. HOWARD
No. 31-6981175
Qualified in New York County
Commission Expires March 30, 1970

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 18th day of April, 1969, before me personally appeared W. C. Anderson, to me personally known, who, being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Edwin F. Meyer
EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1970